IN THE SPECIFICATION

Please replace the paragraph starting on page 1, line 6 with the following paragraph:

This application is related to co-pending applications Serial No. 10/196,731, filed July 16, 2002, Serial No. 10/669,930, filed September 24, 2003, Serial No. 10/682,631, filed October 9, 2003 and Serial No. 10/690,884 ~~10/___,___ (Attorney Reference no. 03-00986 / 1496.00339)~~, filed October 22, 2003, which are hereby incorporated by reference in their entirety.

Please replace the paragraph starting on page 9, line 14 with the following paragraph:

Referring to FIG. 3, a flow diagram of an example method 140 for motion estimation is shown. The method (or process) 140 generally includes determining a first global offset (e.g., gx1, gy1) and a second global offset (e.g., gx2, gy2)(e.g., block 142). The first global offset (gx1, gy1) may be applied (e.g., block 144). The first search window 108 within the reference frame 104 may then be copied from the external memory to the search memory 120 using the first global offset (gx1, gy1) (e.g., 146). The

motion estimation circuitry may then begin searching for a first motion vector for the first current block MBn (e.g., block 148). While the first search is being performed, the new macroblock column 124 within the reference frame 104 may be copied ~~coped~~ into the search memory 120 substantially simultaneously (e.g., block 150). A check may be made (e.g., decision block 152) to determine if any additional current blocks have not been searched. If the second current block MBn+1, or any other current block, has not been searched (e.g., the YES branch from decision block 152), the process may return to the search task 148 and begin the copy task 150 to load a next macroblock column from the reference frame 104, if any.

Please replace the paragraph starting on page 14, line 13 with the following paragraph:

The pel search circuit 182 may be operational to determine one or more motion vectors for a current block of video data. The pel search circuit 182 may perform a variable block size motion estimation at an integer-pel resolution to determine a best partition mode and associated motion vector or motion vectors. The pel search circuit 182 generally searches all integer positions for all block-sizes within a search window. Based on integer scores,

the pel search circuit 182 may identify the block size that produces the minimum sum of absolute difference score. Additional details of the pel search circuit 182 may be found in the related United States patent applications, Serial No. 10/669,930, filed September 24, 2003, Serial No. 10/682,631, filed October 9, 2003 and Serial No. 10/690,884 ~~10/___,___~~, filed October 22, 2003, which are hereby incorporated by reference in their entirety.